

RECORDATION NO. 28010-TJ FILED

MAY 04 '10 -2 0 0 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

May 4, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest, dated as of May 4, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A, and the Series B Security Agreement, a Memorandum of which was filed under Recordation Number 28010-W

The name and address of the party to the enclosed document are:

Secured Party: Deutsche Bank Trust Company Americas
as Series B Subsidiary Collateral Agent
60 Wall Street, 26th Floor
New York, NY 10005

[Grantors: The CIT Group/Equipment Financing, Inc.
The CIT Group/Corporate Aviation, Inc.
c/o CIT Group Inc.
1 CIT Drive
Livingston, New Jersey 07039]

Chief, Section of Administration
May 4, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

288 railcars within the series as more particularly set forth in the equipment schedule attached to the document:

CEFX 19020 – CEFX 19141 (inclusive)
CEFX 19144 – CRFX 19247
CEFX 19269 and CRFX 19270
CEFX 151403 – CEFX 151455
CEFX 152177
NRLX 47048 – NRLX 47933
NRLX 100022
NRLX 100030

A short summary of the document to appear in the index is:

Partial Termination and Release of Security Interest.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/EML/bhs
Enclosures

MAY 04 '10 -2 0 0 PM

PARTIAL TERMINATION AND RELEASE OF SECURITY INTERESTSeries B

SURFACE TRANSPORTATION BOARD

The undersigned, DEUTSCHE BANK TRUST COMPANY AMERICAS, as Series B Subsidiary Collateral Agent (as defined in the Collateral Agreement described below) for the Series B Subsidiary Secured Parties (in such capacity, the "Collateral Agent"), does hereby terminate, release and discharge the security interest held by it on that certain railroad equipment identified on Exhibit A attached hereto (the "Released Equipment"), without recourse, representation or warranty.

Such security interest was granted pursuant to that certain Series B Collateral Agreement, dated as of December 10, 2009 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc. and The CIT Group/Corporate Aviation, Inc. (collectively, the "Grantors"), granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a lien on, and security interest in, all of its right, title and interest in, to and under, *inter alia*, certain of each such Grantor's railcars and other rolling stock, whether now owned or hereafter acquired, a Memorandum of which was recorded with the Surface Transportation Board under Recordation No. 28010-W.

This instrument shall be governed by, and construed in accordance with, the law of the State of New York.

This instrument is executed upon the express conditions that (a) nothing herein contained shall be construed to release from the lien of the aforesaid Collateral Agreement or to impair said lien upon any property subject thereto, except the Released Equipment and (b) the foregoing release shall not apply to the proceeds of the disposition of the Released Equipment, which proceeds shall be subject to the lien of the aforesaid Collateral Agreement to the extent provided for therein.

[Signature pages follow]

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent

By: Irene Siegel

Name: _____

Title: IRENE SIEGEL
VICE PRESIDENT

By: Maria Inga

Name: MARIA INGA
ASSOCIATE

Title: _____

NOTARY STATEMENT

STATE OF NEW YORK)
COUNTY OF NEW YORK)

I, Winsome Ferguson, a Notary Public, qualified in Bronx County,
New York do hereby certify that on this 4 day of MAY, 2010, personally appeared
Irene Siegel and MARIA Inga, who acknowledged themselves
to be VICE PRESIDENT and ASSOCIATE, respectively of Deutsche
Bank Trust Company Americas, as Series B Subsidiary Collateral Agent and that they, as such
officers being authorized to do so, executed the foregoing instrument in the capacity therein
contained and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand.

Winsome Ferguson
Notary Public

My commission expires: _____

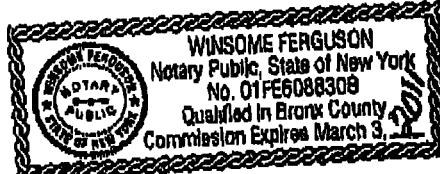


Exhibit A

Two hundred eighty eight (288) railcars, marked and numbered as follows:

	Initial	Number	EIN		Initial	Number	EIN		Initial	Number	EIN
1	NRLX	47061	155594	45	NRLX	47604	155650	89	CEFX	151416	151416
2	NRLX	47083	155595	46	NRLX	47615	155651	90	CEFX	151426	151426
3	NRLX	47142	155597	47	NRLX	47633	155652	91	CEFX	151443	151443
4	NRLX	47167	155599	48	NRLX	47683	155653	92	CEFX	151445	151445
5	NRLX	47204	155600	49	NRLX	47744	155654	93	CEFX	151455	151455
6	NRLX	47206	155601	50	NRLX	47765	155655	94	CEFX	152177	152177
7	NRLX	47245	155604	51	NRLX	47785	155656	95	CEFX	19020	19020
8	NRLX	47259	155605	52	NRLX	47793	155657	96	CEFX	19021	19021
9	NRLX	47283	155606	53	NRLX	47809	155658	97	CEFX	19022	19022
10	NRLX	47310	155607	54	NRLX	47811	155659	98	CEFX	19023	19023
11	NRLX	47519	155608	55	NRLX	100022	155660	99	CEFX	19024	19024
12	NRLX	47535	155609	56	CEFX	19222	19222	100	CEFX	19025	19025
13	NRLX	47546	155610	57	CEFX	19224	19224	101	CEFX	19026	19026
14	NRLX	47548	155611	58	CEFX	19225	19225	102	CEFX	19027	19027
15	NRLX	47555	155612	59	CEFX	19226	19226	103	CEFX	19028	19028
16	NRLX	47570	155613	60	CEFX	19227	19227	104	CEFX	19029	19029
17	NRLX	47573	155614	61	CEFX	19228	19228	105	CEFX	19030	19030
18	NRLX	47612	155615	62	CEFX	19229	19229	106	CEFX	19031	19031
19	NRLX	47619	155616	63	CEFX	19230	19230	107	CEFX	19032	19032
20	NRLX	47637	155617	64	CEFX	19231	19231	108	CEFX	19033	19033
21	NRLX	47640	155618	65	CEFX	19232	19232	109	CEFX	19034	19034
22	NRLX	47659	155619	66	CEFX	19233	19233	110	CEFX	19035	19035
23	NRLX	47671	155620	67	CEFX	19235	19235	111	CEFX	19036	19036
24	NRLX	47673	155621	68	CEFX	19236	19236	112	CEFX	19037	19037
25	NRLX	47677	155622	69	CEFX	19237	19237	113	CEFX	19038	19038
26	NRLX	47708	155623	70	CEFX	19238	19238	114	CEFX	19039	19039
27	NRLX	47713	155624	71	CEFX	19239	19239	115	CEFX	19040	19040
28	NRLX	47737	155625	72	CEFX	19240	19240	116	CEFX	19041	19041
29	NRLX	47779	155626	73	CEFX	19241	19241	117	CEFX	19042	19042
30	NRLX	47787	155627	74	CEFX	19242	19242	118	CEFX	19043	19043
31	NRLX	47815	155628	75	CEFX	19243	19243	119	CEFX	19044	19044
32	NRLX	47933	155629	76	CEFX	19244	19244	120	CEFX	19045	19045
33	NRLX	100030	155630	77	CEFX	19245	19245	121	CEFX	19046	19046
34	NRLX	47048	155632	78	CEFX	19246	19246	122	CEFX	19047	19047
35	NRLX	47060	155633	79	CEFX	19247	19247	123	CEFX	19048	19048
36	NRLX	47069	155634	80	CEFX	19269	19269	124	CEFX	19049	19049
37	NRLX	47115	155636	81	CEFX	19270	19270	125	CEFX	19050	19050
38	NRLX	47132	155637	82	CEFX	151403	151403	126	CEFX	19051	19051
39	NRLX	47135	155638	83	CEFX	151405	151405	127	CEFX	19052	19052
40	NRLX	47200	155641	84	CEFX	151406	151406	128	CEFX	19053	19053
41	NRLX	47223	155643	85	CEFX	151407	151407	129	CEFX	19054	19054
42	NRLX	47253	155644	86	CEFX	151409	151409	130	CEFX	19055	19055
43	NRLX	47288	155647	87	CEFX	151410	151410	131	CEFX	19056	19056
44	NRLX	47532	155649	88	CEFX	151411	151411	132	CEFX	19057	19057

	Initial	Number	EIN		Initial	Number	EIN		Initial	Number	EIN
133	CEFX	19058	19058	181	CEFX	19106	19106	229	CEFX	19157	19157
134	CEFX	19059	19059	182	CEFX	19107	19107	230	CEFX	19158	19158
135	CEFX	19060	19060	183	CEFX	19108	19108	231	CEFX	19159	19159
136	CEFX	19061	19061	184	CEFX	19109	19109	232	CEFX	19160	19160
137	CEFX	19062	19062	185	CEFX	19110	19110	233	CEFX	19161	19161
138	CEFX	19063	19063	186	CEFX	19111	19111	234	CEFX	19162	19162
139	CEFX	19064	19064	187	CEFX	19112	19112	235	CEFX	19163	19163
140	CEFX	19065	19065	188	CEFX	19113	19113	236	CEFX	19165	19165
141	CEFX	19066	19066	189	CEFX	19114	19114	237	CEFX	19166	19166
142	CEFX	19067	19067	190	CEFX	19115	19115	238	CEFX	19167	19167
143	CEFX	19068	19068	191	CEFX	19116	19116	239	CEFX	19168	19168
144	CEFX	19069	19069	192	CEFX	19117	19117	240	CEFX	19169	19169
145	CEFX	19070	19070	193	CEFX	19118	19118	241	CEFX	19170	19170
146	CEFX	19071	19071	194	CEFX	19119	19119	242	CEFX	19171	19171
147	CEFX	19072	19072	195	CEFX	19120	19120	243	CEFX	19172	19172
148	CEFX	19073	19073	196	CEFX	19121	19121	244	CEFX	19173	19173
149	CEFX	19074	19074	197	CEFX	19122	19122	245	CEFX	19174	19174
150	CEFX	19075	19075	198	CEFX	19123	19123	246	CEFX	19175	19175
151	CEFX	19076	19076	199	CEFX	19124	19124	247	CEFX	19176	19176
152	CEFX	19077	19077	200	CEFX	19125	19125	248	CEFX	19177	19177
153	CEFX	19078	19078	201	CEFX	19126	19126	249	CEFX	19178	19178
154	CEFX	19079	19079	202	CEFX	19127	19127	250	CEFX	19180	19180
155	CEFX	19080	19080	203	CEFX	19128	19128	251	CEFX	19181	19181
156	CEFX	19081	19081	204	CEFX	19129	19129	252	CEFX	19182	19182
157	CEFX	19082	19082	205	CEFX	19130	19130	253	CEFX	19183	19183
158	CEFX	19083	19083	206	CEFX	19131	19131	254	CEFX	19184	19184
159	CEFX	19084	19084	207	CEFX	19132	19132	255	CEFX	19186	19186
160	CEFX	19085	19085	208	CEFX	19133	19133	256	CEFX	19187	19187
161	CEFX	19086	19086	209	CEFX	19134	19134	257	CEFX	19188	19188
162	CEFX	19087	19087	210	CEFX	19135	19135	258	CEFX	19189	19189
163	CEFX	19088	19088	211	CEFX	19136	19136	259	CEFX	19190	19190
164	CEFX	19089	19089	212	CEFX	19137	19137	260	CEFX	19191	19191
165	CEFX	19090	19090	213	CEFX	19138	19138	261	CEFX	19193	19193
166	CEFX	19091	19091	214	CEFX	19139	19139	262	CEFX	19194	19194
167	CEFX	19092	19092	215	CEFX	19140	19140	263	CEFX	19195	19195
168	CEFX	19093	19093	216	CEFX	19141	19141	264	CEFX	19196	19196
169	CEFX	19094	19094	217	CEFX	19144	19144	265	CEFX	19197	19197
170	CEFX	19095	19095	218	CEFX	19145	19145	266	CEFX	19198	19198
171	CEFX	19096	19096	219	CEFX	19146	19146	267	CEFX	19199	19199
172	CEFX	19097	19097	220	CEFX	19148	19148	268	CEFX	19200	19200
173	CEFX	19098	19098	221	CEFX	19149	19149	269	CEFX	19201	19201
174	CEFX	19099	19099	222	CEFX	19150	19150	270	CEFX	19202	19202
175	CEFX	19100	19100	223	CEFX	19151	19151	271	CEFX	19203	19203
176	CEFX	19101	19101	224	CEFX	19152	19152	272	CEFX	19204	19204
177	CEFX	19102	19102	225	CEFX	19153	19153	273	CEFX	19205	19205
178	CEFX	19103	19103	226	CEFX	19154	19154	274	CEFX	19206	19206
179	CEFX	19104	19104	227	CEFX	19155	19155	275	CEFX	19207	19207
180	CEFX	19105	19105	228	CEFX	19156	19156	276	CEFX	19208	19208

	Initial	Number	EIN
277	CEFX	19209	19209
278	CEFX	19210	19210
279	CEFX	19211	19211
280	CEFX	19212	19212
281	CEFX	19213	19213
282	CEFX	19214	19214
283	CEFX	19216	19216
284	CEFX	19217	19217
285	CEFX	19218	19218
286	CEFX	19219	19219
287	CEFX	19220	19220
288	CEFX	19221	19221